

**G**

COMPANIES FORM No. 12

**12****Statutory Declaration of compliance  
with requirements on application  
for registration of a company**Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

For official use

[ ] [ ] [ ] [ ]

1972580

Name of company

\* CHATSWORTH PLACE MANAGEMENT LIMITED

\* Insert full  
name of Company

I, PATRICK FRANCIS CANNON

of 11-15 Arlington Street, St. James's,

LONDON.

SW1A 1RD

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at 160 Piccadilly  
London W1

Declarant to sign below

Patrick F. Cannon

the 21st day of November  
One thousand nine hundred and eighty five  
before me David P. Thompson

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Presenter's name address and  
reference (if any):MESSRS. CANNONS,  
11-15 ARLINGTON STREET,  
ST. JAMES'S, LONDON,  
SW1A 1RD

REF: PFC/EJM

For official Use

New Companies Section

Post room

22 NOV 1985

THE COMPANIES ACTS 1985



1372580

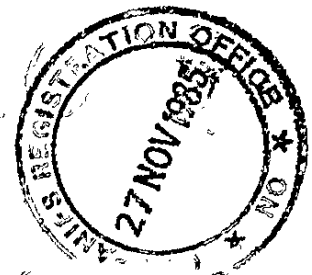
COMPANY LIMITED BY SHARES

NEW

MEMORANDUM OF ASSOCIATION

of

CHATSWORTH PLACE MANAGEMENT LIMITED



1. The Name of the Company is "CHATSWORTH PLACE MANAGEMENT LIMITED"
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are :-

- A
- (1) To manage, maintain, repair and administer the development situate at and known as Chatsworth Place London Road Mitcham Surrey comprising 47 flats parking spaces driveways accessways footpaths gardens and grounds for the benefit of the owners or occupiers for the time being thereof and any other persons authorised to use the same and to deal in other land and property of any tenure and to enter into any contracts, leases or other documents and employ such parties as may be expedient for the furtherance of the aforesaid objects.
  - (2) To erect, construct, renew, repair, maintain and renovate houses, flats and buildings of every description on any land of the Company or managed by the Company and to lay out, maintain and use such land for the purposes of gardens and amenity-grounds and such other purposes as in the opinion of the Company can conveniently be combined with such uses aforesaid and to permit such persons to use and enjoy the same for such consideration (if any) and on such terms and subject to such regulations as the Company shall from time to time determine.
  - (3) To purchase or otherwise acquire, plant, machinery, furniture, fixtures, fittings and all other effects of every description necessary or convenient in connection with any of the objects of the Company
  - (4) To retain or employ professional, technical or other advisers or workers in connection with the objects

22 NOV 1985

NW 50  
002065

of the Company and to pay such remuneration for their services as may be thought expedient

- (5) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit.
- (6) To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable and transferable instruments
- (7) To subscribe or guarantee money for any national, local, charitable, benevolent, public, general or useful object
- (8) To receive money on deposit or loan upon such terms as the Company may approve, and to give such guarantees and indemnities as the Company may think fit
- (9) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers of the Company or the relations, connections or dependants of any such persons.
- (10) To do all such other things as may be incidental or conducive to the attainment of the above objects or are calculated to enhance the value of the said development and the buildings thereon.

4. The liability of the members is limited.

5. The share capital of the Company is £47 divided into 47 shares of £1 each of which the share numbered 1 is referred to in the Articles of Association as "The Management Share".

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
--	---

JACK JOHN JACOVOU,  
11-15 Arlington Street,  
LONDON.  
SW1A 1RD

ONE

*S. Sauron*  
.....  
Solicitor

DENISE HEMS  
11-15 Arlington Street,  
LONDON.  
SW1A 1RD

ONE

*D. Hems*  
.....  
Secretary

---

DATED this 19th day of November 1985.

WITNESS to the above Signatures :-

PATRICK FRANCIS CANNON  
11-15 Arlington Str. at  
LONDON.  
SW1A 1RD

*Patrick F. Cannon*  
.....  
Solicitor

THE COMPANIES ACTS 1985

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COMPANY LIMITED BY SHARES

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1372580

ARTICLES OF ASSOCIATION

of

CHATSWORTH PLACE MANAGEMENT LIMITED

PRELIMINARY

1. The Regulations contained in Table A as prescribed pursuant to Section 8 of The Companies Act, 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby: that is to say Clauses 8, 24, 40, 64, 73 to 77, 94 to 96 in Table A shall not apply to the Company; and in addition to the remaining Clauses in Table A, as varied hereby, the following shall be the Regulations of the Company.

SHARES

2. The Company is a private company limited by shares and, accordingly,

(a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and

(b) any allotment of, or agreement to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

are prohibited.

3. The Directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over, or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of articles 2, 4 and 5 hereof.

4. Whilst the last flat as described in Clause 3(A) of the Memorandum of Association shall remain vested in Alfred McAlpine

Homes South Limited the Management Share shall be held by JACK JOHN JACOVOU and confer upon the holder the rights and privileges following that is to say :-

- (a) the right to the management or business and control of the Company and the holder alone shall be capable of :-
    - (i) appointing and removing Directors of the Company; and
    - (ii) forming a quorum for the purposes of holding general meetings of the Company.
  - (b) the right on a poll or a show of hands to one more vote than the aggregate of votes conferred by all the other shares in the Company of which the holder of the Management Share is not the registered holder.
5. (a) The members of the Company shall be the Subscribers hereto the holder of the Management Share and the lessees from time to time of the flats described in Clause 3(A) of the Memorandum of Association.
- (b) On completion of the sale of each flat (except the first two and the last in time of such flats) the Purchaser shall apply for and be allotted by the Company one share in the Company and in the case of :-
- (i) the first two in time of such sales the Purchaser thereof shall be entitled to have transferred to him and shall accept a transfer of one of the two subscriber shares (and the subscribers shall be obliged to so transfer their respective shares) ;
  - (ii) the last in time of such sales the Purchaser thereof shall be entitled to have transferred to him and shall accept a transfer of the Management Share and the holder of the Management Share shall be obliged to so transfer his share whereupon the rights and privileges attaching to the Management Share as set out in article 4(a) and (b) shall cease and the share shall confer upon the holder thereof the same rights and privileges as any other shares in the Company.
6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any persons indebted under the liability to the Company for all monies presently payable by him or

his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this article.

#### GENERAL MEETINGS

7. No business shall be transacted at any Genral Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as provided in article 4(a) above, two members present in person or by proxy shall be a quorum.

#### DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than eight. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors. A Director shall not require any share qualification, but shall nevertheless be entitled to attend and speak at any General Meeting of the Company.

9. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof.

10. A Director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum present at any meeting at which any such contract or arrangement is considered.

#### ALTERNATE DIRECTORS

11. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

#### TRANSFER OF SHARES

12. (a) (Except as provided in Article 5 hereof with respect to the Management Share) a share shall be transferred and may only be transferred upon or within one month of the assignment of the lease of the flat in respect of which it is held and to the person being or about to become by virtue of such assignment the lessee of such flat.

(b) The price to be paid upon the transfer of such Share shall in default of agreement between the transferor and the transferee within the period for transfer prescribed in sub-clause (a) of this Article be its nominal value.

(c) If the holder of the Share refuses or neglects to transfer it in accordance with this Article the Chairman for the time being of the Directors or failing him, one of the Directors duly nominated by resolution of the Board for that purpose, shall forthwith be deemed to be duly appointed attorney of the holder with full power in his name and on his behalf to execute, complete and deliver a transfer of his Share to the person to whom it should be transferred under the provisions of this Article and the Company may receive and give a good discharge for the purchase money and enter the name of the transferee in the Register of members as the holder by transfer of the said Share.

13. If the holder of any Share dies or becomes bankrupt and his Share at the date of such death or bankruptcy is not transferred to the person becoming entitled in consequence of such death or bankruptcy to the flat in respect of which such Share is held the directors may give notice in writing to the personal representatives of the trustee in bankruptcy or other person or persons who have the right to transfer such Share requiring him or them to transfer such Share in accordance with Article 12 hereof and if such notice shall not be complied with within one month thereof the provisions of sub-clause (c) of Article 12 hereof shall apply thereto in like manner as if the holder of the said Share had neglected to transfer the same in accordance with the said Article.

14. If two or more persons are jointly lessors of a flat such persons shall jointly hold the Share allotted or assigned in respect of that flat but they shall have only one vote in right of such Share, and such vote shall be cast by the holder whose name first appears in the register of Members or in the event of the death of such holder then the said vote shall be cast by the holder whose name next appears in the Register of Members in respect of the relevant Share. For all other purposes of the Company any such joint holders shall be deemed to be one person.

15. The instrument of transfer of any Share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the Share until the name of the transferee is entered in the Register of Members in respect thereof.



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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JACK JOHN JACOVOU,  
11-15 Arlington Street,  
LONDON.

SW1A 1RD

*J. Jacovou*  
.....  
Solicitor

DENISE HEMS  
11-15 Arlington Street,  
LONDON.

SW1A 1RD

*D. Hems*  
.....  
Secretary

---

DATED this 19th day of November 1983.

WITNESS to the above Signatures :-

PATRICK FRANCIS CANNON  
11-15 Arlington Street  
London

SW1A 1RD

*Patrick F. Cannon*  
.....  
Solicitor

**G**

## COMPANIES FORM No. 10

**Statement of first directors  
and secretary and intended  
situation of registered office****10**Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

For official use

**1972580**

Name of company

\* Insert full name  
of company\* **CHATSWORTH PLACE MANAGEMENT LIMITED**

f The intended situation of the registered office of the company on incorporation is as stated below

**11-15 Arlington Street,  
St. James's,  
LONDON.**Postcode **SW1A 1RD**If the memorandum is delivered by an agent for the subscribers of the  
memorandum please mark 'X' in the box opposite and insert  
the agent's name and address below**X****CANNONS  
11-15 Arlington Street,  
St. James's,  
LONDON.**Postcode **SW1A 1RD**

Number of continuation sheets attached (see note 1)

Presenter's name address and  
reference (if any):**MESSRS. CANNONS,  
11-15 ARLINGTON STREET,  
ST. JAMES'S, LONDON,  
SW1A 1RD**


REF: PFC/EJM

For official Use  
General Section

Rollroom

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3)		Business occupation Solicitor
JACK JOHN JACOVOU		
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4)		
11-15 Arlington Street, London, SW1A 1RD		Date of birth (where applicable) (note 6)
Postcode		
Other directorships † Essan House Management Limited, Sandford Hill Management Limited, Deansgate Management Limited and Monarch News Management Limited		
I consent to act as director of the company named on page 1		
Signature 		Date 21.11.85

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet

Name (note 3)		Business occupation
Previous name(s) (note 3)		
Address (note 4)		Nationality
Postcode		
Date of birth (where applicable) (note 6)		Other directorships †
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		
Address (note 4)		Nationality
Postcode		
Date of birth (where applicable) (note 6)		Other directorships †
I consent to act as director of the company named on page 1		
Signature		Date

Please do not  
write in  
this margin

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		DENISE HEMS	
Previous name(s) (note 3)			
Address (notes 4 & 7) 11-15 Arlington Street,			
St. James's,			
LONDON.		Postcode	SW1A 1RD
I consent to act as secretary of the company named on page 1			
Signature		Date 21.11.85	

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	
Date	

delete if the form is  
signed by the  
subscriber

Signature of agent on behalf of subscribers	Date 21.11.85
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delete if the form is  
signed by an agent on  
behalf of the  
subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1972580

I hereby certify that

STOWORTH PLACE MANAGEMENT LIMITED

is this day incorporated under the Companies Act 1985 as a  
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

10TH DECEMBER 1985

*M. Saunders*  
M. SAUNDERS (MRS)

an authorised officer

# G

COMPANIES FORM No. 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

# 225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

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1	9	7	2	5	8	0
---	---	---	---	---	---	---

Name of company

CHATS WORTH PRICE MANAGEMENT LIMITED
--------------------------------------

\* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	1	9
---	---	---	---

Note  
Please read notes 1 to 4 overleaf before completing this form

The current accounting reference period of the company is to be treated as (shortened)(extended)† and (is to be treated as having come to an end)(will come to an end)† on

Day Month Year

3	1	1	9	8	9
---	---	---	---	---	---

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a (subsidiary)(holding company)† of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_

and it is still in force

Signed *John P. Jones* Designation: *SECRETARY* Date: *30.11.1990*† Insert  
Director,  
Secretary,  
Receiver,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Presenter's name address and reference (if any):

For official Use  
General Section

Room